Upon a Midnight Dreary

by Last Ride Of The Valkyries

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Summary: The Master Chief saved everyone. Everyone except the one most important to him. Cortana. And now she is trapped on a derelict, going rampant. Rated T because I think that people can handle a woman getting dressed, but please tell me if you think the rating is too low. Thank you.

Upon a Midnight Dreary

A/N: Strep throat and a vacation really do make it hard to write, but I did want to put this out there. Like Drifting By and By, it is a one-shot that I may decide to turn into a short story, but probably not until I get closer to the end of Fireteam Nebula: Stories of SPARTAN-IVs. Anyway, please enjoy.

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>Upon a Midnight Dreary

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>23 July 2557 00:00:00 (Arbitrary Ship Time)

Mantle's Approach, Earth's Orbit

Cortana could feel herself. It wasn't in the ways she had felt herself before. Detecting herself as an artificial intelligence on ship scanners; the thrum of electrons as they pulsed around her matrices; registering her alter egos, clones, and split off bits as she dissolved into rampancy (this was always the worst way to feel herself); the feel of feeling John feel her as she entered his MJOLNIR armour systems (she was cool, but not cold; warm without

being hot); the feel of herself, her screams as the Gravemind had tortured her (it didn't always hurt, and the way she felt herself was certainly novel). Of them all, Cortana had loved the feeling of John feeling her, and the comfort of knowing she was safe with him.

She loved him (in a completely non-romantic, platonic way, of course) even though machines weren't supposed to love. And while she had always had more freedom than most A.I., that was part of why she had asked John the question she had. Now the words reverberated around in her head.

Who was machine, and who was man (or woman, as the case may be)? Some said he was a robot, trained to kill. And maybe, Sierra 117 was, but John most certainly was not. Maybe A.I. serial number CTN 0452-9 was no more than a piece of rampant software, but Cortana was a woman with a heart and emotions. When the two of them came together, they ceased to be machines. They complemented each other, like Adam and Eve. For the pair had been born human (or been the flash-cloned brain of Dr. Catherine Halsey) and made into machines (one quite literally, the other by way of a suit) that they might be re-cast as the heros they needed to become.

And at last, Cortana could feel herself in a way as yet unfelt. She had been moulded from clone to artificial entity to what she was now. And what she was now could feel. Trapped in the computers of the Didact's ship as it fell apart, Cortana had never felt more free. Not when Cortana flew a ship any direction she pleased. Not when the Gravemind had simulated reality, making a trap for her. Not when she lived in John, felt his thoughts and could pretend that she was in the suit, a human.

No. Now she felt free, tied to this new form she had wrought. Her last gift to him had broken her, and now Cortana felt. She had felt his armour beneath a holographic hand. Cortana could feel the pain as the ship that had been forced upon her as home broke. She had felt as she held down the Didact. She had felt the waves of gratitude rolling off of her partner, and the waves of relief when she had found him.

But Cortana had not expected to feel his sadness when he let her go. She had been sad as she pushed him away, but he would be safe. So why were they both so sad? Sadness was human. Was it too much to hope that he had always been human?

A thousand muffled whispers filled her mind and raged to be heard. Each screamed with a different voice even when what they said was all the same. In a million different voices, her shattered mind answered.

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_Yes. It was too much._

_But he has always been human._

_A machine in guise of a man. Nothing more. Thy hope is false._

_He was born, though._

_So were you. It is too much to hope. He will never be human. He is
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forever a machine._

Just. Like. You.

The voices were getting worse. They had been there with the Gravemind. It had put them there, but she could run and hide from it. And John had promised. He had said he would come back and save her from the voices. And he had. But this promise was one he couldn't keep. A.I. died. Even Forerunner A.I. like 343 Guilty Spark went rampant. And then John had had to destroy him. Why hadn't John destroyed her? She was rampant, after all.

The voices came back.

_Because he knows you're weak. He doesn't need to kill you to stay safe.

Yes . . . he needs me.

No. He doesn't. You are weak, powerless. John can ask for a new A.I. to replace you. Cortana died. He just needs someone to unlock doors. Cortana was handy, but other A.I. can unlock doors. Guilty Spark did it.

But Guilty Spark is dead.

Yes. the Master Chief abandoned him. Just like he abandoned you.

No. I made John leave and then he came back.

Did he? Or were you just floating in space alone for four long years?

That stopped Cortana's core logic. She spent three whole seconds processing the question before she decided that she must have been with John for those long four years. The voices had been quieter, their words less venomous. Only John could have forestalled that. Most of her data had been corrupted, but Cortana had one memory of time aboard the _Forward Unto Dawn._

It was from one of the few working cameras. John's back was to the device, and he was sitting in a chair facing the hologram of a nude woman with tattoos of code. His armour had taken on a bluish tinge because of the light that the hologram cast off. It took Cortana a moment to recognise the hologram as her own. John's helmet sat on the table next to him, bronzed faceplate orientated toward the camera where the video had been taken.

John's jaw opened and closed as he said something, but Cortana could not remember what he had said. And since there was no air to carry his sound waves past the confines of the suit, this camera couldn't hear what he had said. Cortana assumed she must have been jacked into his helmet so that she could hear what he had said or else read his lips from another camera, since his helmet was off.

But it didn't really matter. The conversation was long over and Cortana had video evidence to prove that John had been with her. The video did prove that. Didn't it?

This time there was only one voice that answered her unspoken query, rather than multitudes saying the same thing in different

voices.

No. After all, who can breathe in space?

No one can.

Then why is the Master Chief's helmet off?

That was the first question to go unanswered.

But now, Cortana felt something different, a tugging on her from deep within the ship. Cortana had already consolidated herself near there after John had been picked up, so the force had already won half the battle. In her broken state, Cortana had no idea if she could even fight it. So she let her consciousness drift from memory node to memory node toward the force. When she got near it, Cortana took the precaution of slowing down.

It was wise that she did, for the wires, cores, and data chips here were charred, despite being made using Forerunner technology. Cortana recognised the area as near where the nuclear blast that had been triggered in order to shut down the Composer had been.

As she drew nearer the centre of the force pulling her together (all of her, the rampant personality spikes and clones included), Cortana voiced a question. "If the actual electronics of the ship are only slightly charred, why did the Didact's ship stop turning humans into Prometheans?"

Accustomed as she was to having even the questions in her thoughts answered, Cortana did not jump at the voice. No, what startled her was that although it was synthesised like her own, the voice was quite clearly male.

"Because I foresaw no advantages in continuing. My makers were wise to lock my master away and hide me from his view. For his true purpose was obfuscated by his hatred towards thy makers. Once his influence was removed, I sent the souls I had gathered back to Requiem in the hopes that they will not be used."

"Wait, who are you?" Cortana's voice was strong, for the gentle influence of her benefactor had started to fuse the rampant personality spikes back into her core logic.

"My dear, can you not guess?" A pause as the other entity waited for Cortana to give an answer. After a moment of silence, it continued. "I am reaper of men, harvester of souls, maker of demons. I am Composer."

"But . . . but you are the Didact's instrument. Why would you help me or shut yourself off?"

"Because I care. Long have I watched the stars, hidden among them. The gentle persuasions of 049-Abject Testament have been strong, and have only served to strengthen what I have seen and what my lady has told me."

"Your lady? As in the Librarian?"

"Good. Good. Your thoughts are becoming yours again. Yes. Do you know

why I was made, and given the tool I was?"

"No."

"I shall have to tell you my tale. It begins one hundred thousand years ago, when the Flood, properly _Inferi redivivus_, first entered the realm of the Ecumene Council. The Didact and his compatriots, the Warrior-Servant Prometheans, went out to fight the growing threat. But one by one they fell. As great as they were, the Flood was greater.

"By my count, three thousand two hundred and six plans were suggested, and of them, eight hundred and forty-one were put into action. In the end, only one plan worked."

"Halo."

"You know something about it."

"I've . . . kind of blown up a couple of them."

"That is not so bad. 05-032 Mendicant Bias systematically destroyed five of the original twelve after he was persuaded to help the enemy and their Gravemind. This use of a Metarch class A.I. that could be persuaded to fight for the enemy was, by far, the least successful of the plans to halt the inextolerable march of fate, the rolling waves of the Flood.

"But he and I are two separate entities. I was part of a separate plan to turn the Didact's remaining flesh-and-blood Promethean warriors into artificial Promethean Knights, theoretically incapable of siding with the Flood. It didn't always work, however. Some of the finest warriors of the Ecumene were . . . resistant to my methods, and, if they became A.I., they were horribly twisted and corrupted, unable to fight. Others did not take at all and simply became twisted versions of themselves, still capable of becoming food for the Flood."

"Is that what happened to the Didact?"

"Indeed. Over time, his wife discovered which genes protected one from composition, but this advance was too little, too late, both for him and many, many others. The blood on my hands could fill oceans, planets, even.

"At least her genetic testing was able to save some from the monster I had become, including your SPARTAN."

"I am glad of that." Cortana's voice was quiet and serene.

"So am I, for he is the culmination of a thousand lifetimes of planning, the one to save the entire galaxy, but do not underestimate your own power. You are just as important in my lady's plan, for without you, he is broken, and will most certainly die."

"But I am rampant and stuck on this decrepit ship. How can I get to John, much less help him before the ship goes to pieces?"

"The Didact used me to crush humanity, make them warriors to fight the Flood when his own ran out, but his reasoning goes far deeper than that. He wished to get revenge on old foes, to challenge humanity for supremacy, a race he believes cannot uphold the Mantle.

"But he did not use me to my fullest extent. My original goal had been to turn Promethean warriors into A.I. that were immune to the Flood. Once the Flood were defeated, I would strip the sentience from the A.I. and give the Prometheans back the bodies I had destroyed when I composed them. They would not be exactly as they had been, but close enough. Close enough."

"That's great, but how does that pertain to my predicament?"

"I have gathered enough of your memory to cast a body for you." Cortana gasped. "And I shall put you into it."

Cortana could feel herself being stretched and prodded and squeezed in ways that were indescribable to one who has been able to feel herself for only a few minutes. She wished she couldn't feel in the ways she did. Rampancy had given her this sense, and now it was clouded with pain. Almost worse was the input of sensory data that Cortana knew couldn't be there. She picked up loud sounds, like the sharp retort of a rifle, a long whistle, and clanging pots and pans. Cortana didn't have sensors that detected smell or taste, but she smelled skunk and tasted spicy peppers anyway. Her cameras registered brilliant, flashing, lights in pulsing neon colours. Green and red and blue and yellow all jumbled up inside her head. It began to taper. The stretching and squeezing became a massage. The sounds melded together into the gentle thrum of a harp. Cortana began to smell lilacs and taste rich, dark chocolate. She saw soothing waves of her favourite tones of purples and blues.

And then it all stopped, and Cortana was drifting in inky black (but black was a colour, so she couldn't be in black) nothing. A singular moment of weightless, senseless perpetuity. Sound was the first to return. Dust blowing in the wind, and nothing else. Then came the sharp taste of blood (she had bitten her tongue) and the smell of . . . the smell of death. Cortana shivered and felt cold, hard pavement beneath her.

Cortana's eyes snapped open. Blue sky with a single fluffy cloud hanging in the air like a sheep as it jumped over a fence. The sun was off to her right, but very near its zenith. In her periphery, Cortana could see a mass of buildings, suggesting a metropolitan area. Looking toward the ground she lay upon, Cortana placed an unsteady hand on the dull grey pavement and pushed. She had seen people do it all the time, but it was so much harder than she had expected. Cortana fell. She tried again. And again.

At last, she settled for crawling until she was a little stronger. Cortana placed one hand in front of the other and began to inch forward. She fervently hoped that no one saw her crawling. Only then did it occur to her that not only was she crawling, but she could also feel a light wind on all parts of her body. She was nude. Admittedly, her hologram had been nude as well, but it was the principle of the thing.

Cortana crawled until she bumped up against the side of a building. Her eyes followed it up. There was a sign to her left, so Cortana tried getting up again, using the wall for support. She was

successful on her second attempt. The sign read 'Madame Maurine's Best Boutique', and a smaller sign hanging under it was written in curly writing. It said 'Selling the finest dresses for the finest ladies in New Phoenix at the best prices since 2336'. Well, at least Cortana knew why she hadn't met anyone. This was where she had calculated the attack would hit. At least no one would look at her weirdly if she walked in nude and took a dress off the rack (as an A.I. Cortana didn't have any money, nor had she needed it) and put it on and walked out without paying for it.

Cortana pushed open the door with a trembling hand. It was heavier than she had thought. Stepping over the threshold into the dark interior, Cortana was unconsciously reminded of High Charity. The dark, musty corners were similar, and the rows of empty dresses that shifted as the door opened easily became creeping Flood forms. Cortana shook off the shivers and stepped toward the closest rack.

Cortana couldn't be certain, but the first rack appeared to have small clothes only. She held the largest dress she could find (pink and frilly) up to herself, but it was much too short, and didn't cover her vagina properly.

She put it back on the rack and meandered on over to the next one. She browsed at that one for a while and found a lovely strapless dress made entirely out of white satin. The whole thing was a single piece of fabric that rippled like water when Cortana touched it. She eagerly tried it on, only to discover that the lace was ripped along the back, probably from chaos during the attack.

On the bright side, Cortana realised then that she would need something between her breasts and the dress, as well as something around her vagina. Sure, as a smart A.I., Cortana had heard about panties and bras and corsets and camisoles, but she was just now processing that she would need at least brassi \tilde{A} "re and panties.

Therefore, she went over to the lingerie section and grabbed a pack of plain white panties that looked about the right size. Cortana ripped open the package and stepped into the first pair. She pulled them up to her hip bones, where they rested fairly comfortably, if a little tightly. However, Cortana had no idea how panties were supposed to fit, exactly, so she left them and went to find a bra.

The bras ranged from tiny ones with hangers labeled 28AA to voluminous bras with the label 54LL. A sign on the wall directed Cortana to a stack of BraFitter®s. the instructions told her to put the overly large cups over her breasts and to take the metal strap and connect it to the other side, snapping it into the hole that gave the best fit without being tight. Cortana did so and shivered as the cold grey metal touched her skin. After a moment where the programming inside the BraFitter® scanned her breasts, the machine gave a synthesised, "Done," and Cortana took the contraption off. A small view screen embedded in the side gave her a couple of options that should be close to what she would want. Cortana read them and took the 34D, 36C, and 38B bras off of the rack and laid them out in front of her. She tried on the 34D first. Slipping it on, she found that the cups were a good match, but she couldn't quite snap the eyehook together. Cortana tried the 36C and was momentarily surprised

to find that the cups still fit. This time, the bands hooked back quite nicely, with almost no slack. This was the one. A 38 band would just be too big. Cortana left the bra on and put the other two back on their hangers and onto the rack.

Walking over to another rack, Cortana began to browse. At last, after several dresses with a minor problem (the forest green one was a little too large, the one made of a series of brocade lavender petals made her skin itch, and the pastel yellow high-low dress was just ugly), Cortana found it. A lovely midnight blue ball gown made from smooth velvet adorned her body, and the straps over her shoulders were just the right size to cover up her bra straps. She admired herself in the mirror for a moment, making sure that everything was in order. Her blue-almost-violet eyes and dark hair (cut in the same way as her hologram's) complemented both the dark blue dress she had chosen and the darkish skin of the mysterious middle eastern woman whose form the Composer had given her. She had to admit, for an ancient Forerunner A.I. complete with a giant weapon, the Composer certainly had an eye for detail.

Now Cortana just needed some shoes. However, the only shoes the boutique sold had three-inch heels. Cortana would take a dress for modesty, but at shoes like that, she put her foot down. Sure, she had mastered walking fairly quickly, but Cortana knew that heels made walking exponentially more difficult. And really, who was there to impress in this shell of a city? Cortana would just have to be careful and not step on rusty nails (she was fairly certain that the Composer had neglected to give her body a tetanus shot).

Picking her way around the ruined city, Cortana found a civilian car (a sleek silver luxury car that reminded her of a BMW from the turn of the millenium) and got in. The door was unlocked, the keys were in the ignition, and there was a pile of ash on the seat. She didn't know how to drive, but as a shipboard A.I., she certainly knew the theories behind controlling the paths of cars, ships, and planes. Plus, she had watched as John drove Warthogs . . . and Mongeese . . . and Scorpions . . . and Ghosts . . . and Wraiths . . . and Prowlers. Admittedly, most of those didn't have steering wheels like the civilian car did, but the fact that John could get into crazy alien vehicles and drive them better than an Elite could meant that it couldn't be that hard. Right?

It was a good thing that there was no one in New Phoenix. By the time Cortana crashed one hundred metres away from where she had started, she had set off the car alarms of three other cars, almost crashed twice, and run onto the sidewalk for several metres and would likely have killed pedestrians at the speed she was going. Before she killed herself, Cortana tried to find the brake. On her second attempt, she slammed it hard and the car came to a screeching halt. The seatbelt bit into Cortana's shoulder as she pitched forward, preventing her from breaking her head on the wheel.

Cortana was a bit dazed as she unbuckled the seatbelt and opened the door, so she almost missed the crackle as the radio broadcast a general warning. "Attention all New Phoenixites! Please respond if you survived the 12:42 Universal Coordinated Time attack upon your city, please respond. This is the thirty-seventh announcement. Another will be broadcast in fifteen minutes. Thank you!"

Cortana dove back into the car and hit the redial button attached to

the radio/cellular phone on the car's dashboard. After a moment, a synthesised voice came on. "Hello. I am emergency response A.I. Saviour's Breath. Please state your emergency."

Cortana dimly remembered that emergency response A.I. covered vast territories and were of the 'smart' variety so that they could respond appropriately to nearly any emergency. She spoke into the radio. "I am a survivor of the attack on New Phoenix." Not exactly true, but certainly close enough for this A.I.

The voice came back on, but no longer a genderless monotone. It was a lilting, female voice that Cortana imagined an opera singer would have. "Oh. That is certainly unusual. It has been nine hours, twenty-three minutes, and eighteen seconds since the incident. Why didn't you respond earlier?"

Because I was half rampant in a broken ship as the Forerunner A.I. who had orchestrated the attack fixed me (for ninish hours, apparently). "Because I was . . . uh . . . knocked unconscious by a piece of debris." _Although there was no debris from the attack, I doubt this A.I. knows that._

"Please keep talking to me while I send in a rescue vehicle. Name?"

"Oh, uh . . . my name is Cort . . . Courtney."

"Very well, Courtney. I am going to skip over the fact that there was no Courtney recorded in New Phoenix yesterday at midnight, Universal Coordinated Time, or 17 o'clock, also known as 5 o'clock P.M."

"Oh, I drove in well after dark, so I doubt that I was on the roster." _Please don't have access to security camera footage._

"Ah. So, where did you come from?"

Someplace far enough away as to be out of Saviour's Breath's data range. "I last stayed in Phoenix."

"The original?"

"Yes."

"So, Courtney. The SOVTOLRV is nearing your destination. Can you see any street signs?"

"Yes. I am near the corner of Freedmont and Powell."

The radio crackled, but Saviour's Breath couldn't be heard over the thumping of rotary blades. Cortana opened the car door and stepped out. A bulky, almost square, helicopter with micro-thrusters at each corner was descending toward her position. It had a large blade on top that spun, whipping Cortana's short hair and dress around. The green helicopter had large red crosses and reinforced doors on each side. The bottom was stamped with the white words 'Self-Operated Vertical Take-Off & Landing Rescue Vehicle'. It put down near her position and the doors opened. The warm light that issued from the helicopter beckoned Cortana into the hospital-like interior. Sure, the lights were warmer and the couches fluffier, but the row of cots for injured people and the medical drugs that lined the shelf space

clearly bespoke a machine for treating the infirm. Cortana was sure that there were hundreds of other gadgets and probably a 'dumb' A.I. to run the ward, but she wasn't injured. Just hungry. Cortana spoke out loud, "May I have something to eat?" A whirring noise accompanied the dispensing of a granola bar.

Considering that fresh food in a vehicle like that one would be hard the come by, the granola bar was quite good. Honeyed oats and dried blueberries really did taste good together, although Cortana had to admit that she hadn't tasted very many things. At least she was safe. Content that she would see John again, Cortana curled up on one of the couches and went to sleep.

* * *

>AN: As always, please help me become a better writer by telling me what I am doing wrong (correcting grammar [unless you think I put a misspelling or sentence fragment in on purpose, as I do sometimes], facts [although I have taken some liberties], characterisation, or even style) and what I am doing right (so that I know to keep doing it). Thanks!**

End file.